

May 1, 1986

Mr. Andrew Scanlon
Premerger Notification Office
Room 303
Federal Trade Commission
Washington, D.C. 20580

Dear Mr. Scanlon:

This is to confirm our telephone conversation of this date with respect to my letter to you of April 25, 1986.

You indicated that my letter was unclear as to whether Buyer and the individual who controls buyer had assets on a consolidated basis of more than \$10 million, even though neither Buyer nor the individual, viewed separately, had assets of more than \$10 million. This will confirm that Buyer and the individual have consolidated assets of less than \$10 million. You advised me that if this were the case, the transaction described in my April 25, 1986, letter would still not be subject to the reporting requirements.

Thanks for your attention to this matter.

Sincerely,